

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

**ROBERT V. TOWNES, IV,
Individually and on behalf of
all persons similarly situated,**

Plaintiff,

VS.

**TRANS UNION, LLC, AND
TRUELINK, INC.,**

Defendants.

CIVIL ACTION
FILE NO. 04-1488-JJF

CLASS ACTION

DECLARATION OF WADE H. TOMLINSON, III

Pursuant to 28 U.S.C. § 1746, Wade H. Tomlinson, III makes the following declaration:

1. My name is Wade H. Tomlinson, III. I am over the age of eighteen, have personal knowledge of the facts in this declaration, and am competent to testify to these facts.

2. I am an attorney in good standing licensed to practice law in the State of Georgia. I graduated cum laude from the University of Georgia School of Law in 1987. From 1987 – 1989, I served as a judicial law clerk for the Honorable Wilbur D. Owens, Jr., Chief Judge of the United States District Court for the Middle District of Georgia. From 1989 – 1990, I served as a judicial law clerk for the Honorable Albert Henderson, Senior Judge of the United States Court of Appeals for the Eleventh Circuit.

3. In 1990, I joined the law firm of Pope, McGlamry, Kilpatrick, Morrison & Norwood, LLP (“Pope McGlamry”). I have been a partner in Pope McGlamry for over ten years. Pope McGlamry is one of the firms representing Plaintiff Robert Townes and the preliminarily certified class in this case.

4. Pope McGlamry specializes in representing plaintiffs in complex cases and class actions. Pope McGlamry has been lead counsel and co-counsel in numerous class actions, including in cases concerning the rights of consumers. Pope McGlamry has extensive experience regarding all types of class action issues, including issues related to removal, MDL proceedings, class and merits discovery, class certification hearings, class notice issues, settlement issues, and trials. A partial listing of the cases in which Pope McGlamry has been determined to be adequate Class Counsel is as follows:

Russell Henderson, et al. v. Scientific-Atlanta, Inc., Civil Action No. 1:88-CV-2208RLV, United States District Court, Northern District of Georgia;

Edgar H. Battle, et al. v. Liberty National Life Insurance Co., et al., Civil Action No. 70-752, United States District Court, Northern District of Alabama;

Elizabeth R. Meyer, et al. v. Citizens and Southern National Bank, Civil Action No. 84-103-COL, United States District Court, Middle District of Georgia;

In re: Consolidated "Non-Filing Insurance" Fee Litigation, MDL-1130, United States District Court, Middle District of Alabama, Northern Division;

Princess Nobels, et al. v. Associates Corporation of North America, et al., Civil Action No. CV-94-T-699-N, United States District Court, Middle District of Alabama, Northern Division;

Elaine M. Jordan, et al. v. AVCO Financial Services, Inc., et al., Civil Action No. 95-51-COL, United States District Court, Middle District of Georgia, Columbus Division;

Carolyn Kirby, et al. v. Heilig-Meyers Furniture Co., et al., Civil Action No. 2:95CV135PG, United States District Court, Southern District of Mississippi, Hattiesburg Division;

Tonya Gordon, et al. v. Kentucky Finance Co., et al., Civil Action No. 2:96CV423PG, United States District Court, Southern District of Mississippi, Hattiesburg Division;

Parsons, et al. v. Blazer Financial Services, Inc., Civil Action No. 5:96CV192-RH, United States District Court, Northern District of Florida, Panama City Division;

Robert Keckler, et al. v. Commercial Credit Corp., et al., Civil Action No. 5:96CV213-RH, United States District Court, Northern District of Florida, Panama City Division;

Vicki Foster, et al. v. TranSouth Financial Corporation, et al., Civil Action No. 1-96-1265, United States District Court, Western District of Tennessee, Eastern Division;

Keesler Doby Brown, et al. v. W. S. Badcock Corp., et al., Civil Action No. 2:96CV152PG, United States District Court, Southern District of Mississippi, Hattiesburg Division;

Tonya Gordon, et al. v. City Finance Company, et al., Civil Action No. 2:96CV367PG, United States District Court, Southern District of Mississippi, Hattiesburg Division;

Lynn Howell, et al. v. Security Finance Corporation of Georgia, et al., Civil Action No. 2:97CV63PG, United States District Court, Southern District of Mississippi, Hattiesburg Division;

Willis v. Quality Mortgage USA, Inc., Civil Action No. CV-94-T-1370-N, United States District Court, Middle District of Alabama, Northern Division;

Adams v. Southern Farm Bureau Life Insurance Company, Civil Action No. 1:98-CV-0983-JOF, United States District Court, Northern District of Georgia, Atlanta Division;

Patterson v. CUNA Mutual Insurance Society, Inc., Civil Action No. 1:98-CV-0983-JOF, United States District Court, Northern District of Georgia, Atlanta Division;

Anderson v. Fidelity and Guaranty Insurance Underwriters, Inc., et al., Civil Action File No. SU2000CV-4571, Superior Court of Muscogee County, State of Georgia;

Bagley v. Auto-Owners Insurance Company, et al., Civil Action File No. SU-02-CV-2273, Superior Court of Muscogee County, State of Georgia;

Bickerstaff and Shearon v. Alfa Insurance Corporation, et al., Civil Action File No. SU02CV2287, Superior Court of Muscogee County, State of Georgia;

Bristol, et al. v. Allstate Insurance Company, et al., Civil Action File No. SU04CV2971, Superior Court of Muscogee County, State of Georgia;

Brookes v. Grange Mutual Casualty Company, et al., Civil Action File No. SU02CV325, Superior Court of Muscogee County, State of Georgia;

Brown v. Liberty Mutual Insurance Company, et al., Civil Action File No. SU-2002-CV-207-7, Superior Court of Muscogee County, State of Georgia;

Case v. GuideOne Insurance, et al., Civil Action File No. SU03CV2033, Superior Court of Muscogee County, State of Georgia;

Colquitt v. Southern Guaranty Insurance Company, et al., Civil Action File No. SU02CV2651, Superior Court of Muscogee County, State of Georgia;

Cudd v. American Home Assurance Company, et al., Civil Action File No. SU03CV1783, Superior Court of Muscogee County, State of Georgia;

Daughtry and Morgan v. Direct General Insurance Company, et al., Civil Action File No. SU02CV1380-7, Superior Court of Muscogee County, State of Georgia;

Earl v. Allstate Insurance Company, et al., Civil Action No. SU01CV193, Superior Court of Muscogee County, State of Georgia;

Granberry and Gordon v. Amex Assurance Company, et al., Civil Action File No. SU03CV1923, Superior Court of Muscogee County, State of Georgia;

Griffin v. Gateway Insurance Company, Civil Action File No. SU-03-CV-2588-7, Superior Court of Muscogee County, State of Georgia;

Head and Hamlet v. Georgia Farm Bureau, et al., Civil Action File No. SU2000CV-4573, Superior Court of Muscogee County, State of Georgia;

Hole v. Metropolitan Life, et al., Civil Action File No. SU02CV364, Superior Court of Muscogee County, State of Georgia;

Humes v. The Continental Insurance Company, et al., Civil Action File No. SU02CV2275, Superior Court of Muscogee County, State of Georgia;

Hyatt v. Cotton States Mutual Insurance Company, Civil Action File No. SU2001CV-3783-9, Superior Court of Muscogee County, State of Georgia;

Lovelace, et al. v. Vesta Insurance Corporation, et al., Civil Action File No. SU03CV2035, Superior Court of Muscogee County, State of Georgia;

Mabry v. State Farm Mutual Automobile Insurance Co., et al., Civil Action No. SU99CV4915, Superior Court of Muscogee County, Georgia;

Martin and Wicker v. Government Employees Insurance Company, et al., Civil Action File No. SU01CV312, Superior Court of Muscogee County, State of Georgia;

McLean v. Progressive Casualty Insurance Company, et al., Civil Action File No. SU01CV1030, Superior Court of Muscogee County, State of Georgia;

Meier v. Hartford Casualty Insurance, et al., Civil Action File No. SU02CV2416-7, Superior Court of Muscogee County, State of Georgia;

Miller v. Horace Mann Insurance Company, Civil Action File No. SU02CV1295-7, Superior Court of Muscogee County, State of Georgia;

Miller v. Travco Insurance Company, et al., Civil Action File No. SU-2002-CV-255, Superior Court of Muscogee County, State of Georgia;

Moore v. Massachusetts Bay Insurance Co., et al., Civil Action File No. SU-04-CV-316-7, Superior Court of Muscogee County, State of Georgia;

Nash v. SAFECO, et al., Civil Action File No. SU03CV1972, Superior Court of Muscogee County, State of Georgia;

Oldham v. Nationwide Mutual Insurance Company, et al., Civil Action File No. SU01-CV-4132-7, Superior Court of Muscogee County, State of Georgia;

Oldham v. American Manufacturers Mutual Insurance Company, et al., Civil Action File No. SU-02-CV-2271, Superior Court of Muscogee County, State of Georgia;

Powell v. National General Insurance Company, et al., Civil Action File No. SU03CV1924, Superior Court of Muscogee County, State of Georgia;

Pressley v. Chicago Insurance Company, et al., Civil Action File No. SU-03-CV-2059, Superior Court of Muscogee County, State of Georgia;

Spangler v. Atlanta Casualty, et al., Civil Action File No. SU-02-CV-1075, Superior Court of Muscogee County, State of Georgia;

Stahl v. St. Paul Fire & Marine Insurance Company, et al., Civil Action File No. SU01CV1032, Superior Court of Muscogee County, State of Georgia;

Walton v. United Services Automobile Association, et al., Civil Action File No. SU01CV1732-7, Superior Court of Muscogee County, State of Georgia; and

Yodlowski v. Merastar Insurance Company, et al., Civil Action File No. SU02CV2272, Superior Court of Muscogee County, State of Georgia.

5. Attached hereto as Exhibits "1" – "8" are true and accurate copies of the following:

- Exhibit "1" Hillis v. Equifax Docket Sheet
- Exhibit "2" Slack v. Fair Isaac Docket Sheet
- Exhibit "3" Hillis/Slack Preliminary Approval Order
- Exhibit "4" Millett v. Equifax Docket Sheet
- Exhibit "5" Hillis/Slack Notice Pursuant to Rule 23(E)(2)
- Exhibit "6" Hillis/Slack Settlement Agreement
- Exhibit "7" Millett v. TrueLink Docket Sheet
- Exhibit "8" August 31, 2006 Memorandum Order in Millett v. TrueLink

6. In this case, counsel for Plaintiff Townes has deposed eleven (11) witnesses over thirteen (13) days. The depositions were taken in Chicago, Illinois; San Luis Obispo, California; and Pismo Beach, California. Counsel has reviewed over 52,000 pages of documents. Plaintiff Townes also sought third party production from eight (8) different entities, including Google, Yahoo, Microsoft, Be Free, oneupweb, digital impact, target com, and credit expert consumerinfo.com.

7. To date, the Pope McGlamry firm alone has incurred over \$91,000.00 in expenses.

8. Magistrate Judge Thyng conducted a mediation conference on or about June 27, 2006. Plaintiff Townes attended this mediation, as did two members of the Pope McGlamry firm. That mediation was unsuccessful. However, the parties continued to discuss a potential settlement. Finally, after extensive negotiations, and as the time neared for Plaintiff to file his Motion for Class Certification, the parties reached a settlement.

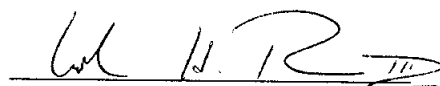
9. As the Townes case was being litigated, the Pope McGlamry firm also was counsel in two other cases wherein the plaintiffs there (Robbie Hillis and Christy Slack) challenged the conduct of Equifax Consumer Services, Inc. (the consumer arm of credit reporting agency

Equifax) and Fair Isaac Corporation, the entity which developed the FICO credit score, regarding their sale of credit-related offerings on the Internet. See Exhibits "1" and "2" attached hereto, which are copies of the Docket Sheets in the Hillis v. Equifax matter and the Slack v. Fair Isaac matter. After difficult and extensive negotiations, these cases also have settled. See Hillis/Slack Preliminary Approval Order, attached hereto as Exhibit "3". Hillis and Slack were settled after the Plaintiff in each case had fully discovered the facts. The Plaintiffs had filed motions for class certification and for summary judgment in both the Hillis and the Slack cases. The Slack Court heard oral argument on the two motions, but had not yet ruled on Plaintiff Slack's motions. However, the Hillis Court had issued its ruling on Plaintiff Robbie Hillis' motions. In that Order, reported at 237 F.R.D. 491, the Hillis Court denied Plaintiff's motion for class certification (primarily on superiority grounds) and granted in part and denied in part his motion for summary judgment (finding that Equifax and Fair Isaac were joint venture partners and that the offerings were "services", but construing the CROA, 15 U.S.C. § 1681 et seq., very narrowly to apply only to services purporting to change accurate historical information). Plaintiff Hillis moved to reconsider and the settlement in that case was reached while that motion was pending. The Hillis and Slack cases were thereafter consolidated for settlement in the Hillis Court, where Fair Isaac was also a named Defendant.

10. The settlement presented in this case was achieved only after long and arduous arms-length negotiations. Class Counsel is of the view that the settlement is fair, reasonable and adequate, and that it affords meaningful relief for the settlement class within the range of possible recoveries.

I certify under penalty of perjury that the foregoing is true and correct.

Executed this 5th day of June, 2007.



Wade H. Tomlinson, III

CERTIFICATE OF SERVICE

I, Carmella P. Keener, hereby certify that on this 4th day of June, 2007, I caused the foregoing Declaration of Wade H. Tomlinson, III to be electronically filed with the Clerk of the Court using CM/ECF, which will send notification of such filing to the following:

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